

EDWARD J. SCHACK  
ATTORNEY AT LAW  
7954 PINES BOULEVARD  
PEMBROKE PINES, FL 33024  
(954) 894-5656 • (954) 894-5688 (FAX)  
E-MAIL: EDSCHACK@ATT.NET

L010000/4286

August 20, 2001

**BY FEDEX**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32314

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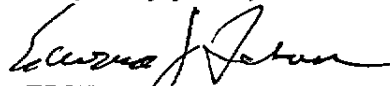
08/21/01 01040 019

\*\*\*160.00 \*\*\*160.00

Re: AUSIT St. Augustine, LLC  
AUSIT TD, LLC  
AUSIT Group, LLC

Enclosed please find an original and one copy of the Articles of organization for each of the above-named Florida limited liability companies. Also enclosed is our check payable to the Secretary of State in the amount of \$480.00 for the filing fee and a certified copy of the Articles and certificate of status for each LLC. Please file the Articles for each company and return the certified copies and certificates to us as soon as you are able to do so in the enclosed Federal Express Letter Pak with label. If there are any questions regarding the filing or if for any reason all three sets of copies and certificates cannot be forwarded in the same FEDEX, please call.

Very truly yours,

  
EDWARD J. SCHACK

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION**  
**AUSIT TD, LLC**

The following shall constitute Articles of Organization for AUSIT TD, LLC, a limited liability company:

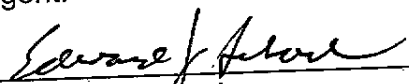
- ARTICLE I.**        **Name:** The name of the Limited Liability Company is AUSIT TD, LLC.
- ARTICLE II.**       **Address:** The mailing address and street address of the principal office of the Limited Liability Company is 4822 Santa Monica Avenue, San Diego, CA 92107.
- ARTICLE III.**      **Initial Registered Agent:** The name and street address of the initial registered agent for service of process in Florida is Edward J. Schack, 7954 Pines Boulevard, Pembroke Pines, FL 33024.
- ARTICLE IV.**       **Management:** The Limited Liability Company is to be a manager-managed company.

Dated: August 20, 2001

By:   
Edward J. Schack, as authorized  
representative of Timothy F. Darling,  
a member

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for AUSIT TD, LLC, at 7954 Pines Boulevard, Pembroke Pines, FL 33024, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with, and accept, the obligations of my position as registered agent.

  
Edward J. Schack

Dated: August 20, 2001

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TALLAHASSEE, FLORIDA